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**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**

CHFP025

Please do not
write in
this margin

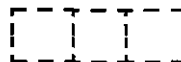
Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number



3987802

Name of company

* CSL GROUP HOLDINGS PLC

* insert full name
of company

gives notice that:

THE 2 AUTHORISED AND ISSUED ORDINARY SHARES OF £1 EACH AND THE 49,998
AUTHORISED AND UNISSUED ORDINARY SHARES OF £1 EACH IN THE CAPITAL OF THE
COMPANY ALL BE SUB-DIVIDED INTO 1000 ORDINARY SHARES OF £0.001 EACH.

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed

[Signature]
FOR AND ON BEHALF OF
HACKWOOD SECRETARIES LIMITED

Designation†

Secretary

Date

23 August 2000

Presentor's name address and
reference (if any):

TxM

HACKWOOD SECRETARIES LIMITED
ONE SILK STREET
LONDON EC2Y 8HQ
020 7456 2000

For official Use

General Section

Post room



LD2
COMPANIES HOUSE

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25/08/00